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Oggetto : Press Release Shareholders' Meeting

*Testo del comunicato*

Vedi allegato.

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## PRESS RELEASE

### Salvatore Ferragamo S.p.A.

### The Shareholders' Meeting approved

**- in the ordinary part:**

- **the Company's Financial Statements as at 31 December, 2022.** It has been also presented the Consolidated Financial Statements as at 31 December 2022, which closed with Total Revenues of Euro 1,252 million (+10.2% compared to 2021), EBITDA of Euro 299 million (-1.8% compared to 2021), EBIT of Euro 128 million (-10.8% compared to 2021) and Net Profit for the Period of Euro 65 million (-19.5% compared to 2021);
- **the allocation of the profit for the year amounting to Euro 89,239,108 to the Extraordinary Reserve and the distribution to shareholders of a dividend of Euro 0.28 per share using part of the Extraordinary Reserve;**
- **the approval of the 'Performance Plan and Restricted Shares 2023-2025';**
- **the amendment of the Restricted Shares Plan approved by the Shareholders' Meeting of 14 December 2021;**
- **the Remuneration Policy;**
- **the appointment of the Board of Statutory Auditors for the three-year period 2023-2025;**
- **the appointment of a Board member;**
- **the integration of fees for the statutory audit engagement;**

**- in extraordinary part:**

- **the amendment of Article 5 of the Articles of Association.**

*Florence, 26 April 2023* - The Shareholders' Meeting of Salvatore Ferragamo S.p.A. (Euronext Milan: SFER) met today, in ordinary and extraordinary meeting in a single call, under the Chairmanship of Leonardo Ferragamo.

The results of the votes on the items on the agenda are given below.

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## **Financial Statements 2022 and dividend distribution**

The Shareholders' Meeting, with the favourable vote of 99.986% of the votes represented at the meeting, representing 91.217% of the total voting rights, approved the Financial Statements as of 31 December 2022 of the parent Company Salvatore Ferragamo S.p.A, as presented by the Board of Directors on 2 March 2023, which showed a profit for the year of Euro 89,239,108, and approved the allocation of the profit for the year to the Extraordinary Reserve, as well as the distribution of a gross dividend of Euro 0.28 for each of the outstanding shares (165,528,966.00 shares net of treasury shares) for a total of Euro 56,814,714 through the use of part of the Extraordinary Reserve. The ex-dividend date for coupon No. 10 will be 22 May 2023, with record date 23 May 2023 and dividend payment starting on 24 May 2023. The dividend distribution was approved with the favourable vote of 99.769% of the votes represented at the meeting

During the Shareholders' Meeting, the Consolidated Financial Statements for the year 2022 of the Salvatore Ferragamo Group was also presented, and the Consolidated Statement containing Non-Financial Information pursuant to Legislative Decree No. 254 of 30 December 2016 relating to the year 2022 included in the Directors' Report on Operations for the year 2022.

## **Approval of the 'Performance Plan and Restricted Shares 2023-2025'.**

The Shareholders' Meeting, with 91.143% of the votes represented at the meeting voting in favour, approved, pursuant to art. 114-bis of the TUF, the plan called "Performance Plan and Restricted Shares 2023 - 2025" in favour of employees and/or directors and/or collaborators of the Company and/or other companies belonging to the Group, whose main terms, conditions and implementation modalities are illustrated in the report of the Board of Directors and in the Information Document drafted pursuant to Article 114-bis of the TUF and Article 84-bis of the Issuers' Regulation and attached to the report of the Board of Directors.

## **Amendment to the Restricted Shares Plan approved by the Shareholders' Meeting of 14 December 2021**

The Shareholders' Meeting, with 91.687% of the votes represented at the meeting voting in favour, approved the amendments to the Restricted Shares Plan approved by the Shareholders' Meeting of 14 December 2021, in favour of the Chief Executive Officer and General Manager, under the terms indicated in the Board of Directors' report, highlighted and reflected in the information document prepared pursuant to Article 114-bis of the TUF and Article 84-bis of the Issuers' Regulations.

## **Remuneration policy**

The Shareholders' Meeting, pursuant to Article 123-ter paragraph 3-ter of the TUF, with 90.373% of the votes represented at the meeting voting in favour, approved the Company's policy on the remuneration of the members of the management bodies, executives with strategic responsibilities and members of the control

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bodies with reference to the financial year 2023 as set forth in the first section of the report on remuneration policy and compensation paid.

The Shareholders' Meeting, with 90.373% of the votes represented at the meeting voting in favour, also resolved on the second section of the aforementioned report containing, *inter alia*, an account of the remuneration paid in the financial year ending 31 December 2022.

## **Appointment of the Board of Statutory Auditors for the three-year period 2023-2025**

The Shareholders' Meeting also appointed the Board of Statutory Auditors for the three-year period 2023-2025, which, therefore, will remain in office until the Shareholders' Meeting for the approval of the financial statements as at 31 December 2025, using the list voting system.

The Board of Statutory Auditors will be composed of the following members: Andrea Balelli, taken from the list presented by a group of the Company's minority shareholders as Chairman, Paola Caramella and Giovanni Crostarosa Guicciardi, Standing Auditors taken from the majority list presented by the shareholder Ferragamo Finanziaria S.p.A.

List No. 1 presented by the controlling shareholder Ferragamo Finanziaria S.p.A. obtained 99.140% of votes in favour, while List No. 2 presented by a group of minority shareholders obtained 6.781% of votes in favour.

Finally, the Shareholders' Meeting set the gross annual remuneration due to the Chairman of the Board of Statutory Auditors at Euro 64,000 and the gross annual remuneration due to each Standing Auditor at Euro 48,000. Based on the information currently available to the Company, the newly elected members of the Board of Statutory Auditors do not hold shares in the Company.

The remuneration proposal formulated by the controlling shareholder Ferragamo Finanziaria S.p.A. was approved with 99.9999% of the votes represented at the Meeting.

## **Appointment of a Board Member**

Following the resignation of Anna Zanardi Cappon tendered on 27 February 2023 with effect from today's Shareholders' Meeting, with 99.999% of the votes represented at the meeting voting in favour, appointed Laura Donnini as Board Member. Donnini's term of office will expire with the approval of the financial statements for the financial year 2023 together with the other Directors in office. According to the communications received, Laura Donnini does not hold any shares in the Company.

## **Integration of the fees for the statutory audit engagement for the financial years 2020-2028**

The Shareholders' Meeting, with 99.991% of the votes represented at the meeting voting in favour, approved the reasoned proposal of the Board of Statutory Auditors for the integration of the total annual remuneration for the financial year 2022 to be paid to the auditing company KPMG S.p.A. for the performance of the

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statutory audit assignment and the integration of the total annual remuneration for each financial year of the period 2022-2028.

## **Amendment of Article 5 of the Articles of Association**

The Extraordinary Shareholders' Meeting, with 99.989% of the votes represented at the meeting voting in favour, approved the amendments to Article 5 of the Articles of Association proposed by the Board of Directors:

- elimination of the nominal value of the shares;
- removal of the reference to the free capital increase to service the 2016-2020 Stock Grant Plan.

The new Articles of Association will be filed with the Company Registry within the legal deadlines and published on the Company's website.

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The summary report of the votes and the minutes of the meeting will be made available to the public within the terms and in the manner provided for by the relevant regulations.

### **Salvatore Ferragamo S.p.A.**

*Salvatore Ferragamo S.p.A. is the parent Company of the Salvatore Ferragamo Group, one of the leaders in the luxury industry, whose origins date back to 1927.*

*Salvatore Ferragamo is renowned for the creation, production and worldwide distribution of luxury collections of shoes, leather goods, clothing, silk products and other accessories for men and women, including glasses, watches and perfumes made under licence.*

*Embedding the spirit of its Founder, Ferragamo reinterprets its heritage with creativity, innovation and sustainable thinking. Uniqueness and exclusivity, along with the blend of style and exquisite 'Made in Italy' savoir-faire, are the hallmarks of all Ferragamo's products.*

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**For further information:**

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The press release is also available at <http://group.ferragamo.com>, under 'Investor Relations/Press Releases'.

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